

EXHIBIT 28

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Holtzbrinck Networks GmbH, Holtzbrinck
Ventures GmbH and StudiVZ Ltd.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

FACEBOOK, INC.,

Plaintiff,

v.

STUDIVZ LTD.,
VERLAGSGRUPPE GEORG VON
HOLTZBRINCK GmbH,
HOLTZBRINCK NETWORKS
GmbH, HOLTZBRINCK
VENTURES GmbH, and DOES 1-
25,

Defendant.

Case No. 5:08-CV-03468 JF

Assigned To: Hon. Jeremy Fogel

**DECLARATION OF MARTIN
WEBER IN SUPPORT OF
DEFENDANTS' MOTIONS TO
DISMISS FOR LACK OF
PERSONAL JURISDICTION AND
FORUM NON CONVENIENS**

[Notice of Motions and Motions and
(Proposed) Order Filed Concurrently
Herewith]

Date: February 13, 2009
Time: 9:00 a.m.
Dept./Place: Courtroom 3

Complaint Filed: July 18, 2008

I, MARTIN WEBER, declare:

1. The facts set forth in this declaration are personally known to me and I have firsthand knowledge thereof. If called as a witness, I could and would testify competently to the facts set forth herein under oath.

2. I am currently and have been since April 2006, a managing director of defendant Holtzbrinck Ventures GmbH (“Ventures”) I am also, and have been since August 2006 a managing director of defendant Holtzbrinck Networks GmbH (“Networks”). I make this declaration in support of Networks’ and Ventures’ Motion to Dismiss for lack of personal jurisdiction or, in the alternative, for *forum non conveniens*, the complaint filed by plaintiff Facebook, Inc. (“Facebook”).

3. In my capacity as managing director, I have access to Networks' and Ventures' respective books and records relating to their respective business, corporate structure, assets, capitalization and cash flow. Based on the books and records, and my personal knowledge I declare:

4. Networks and Ventures are both limited liability companies (Gesellschaft mit beschränkter Haftung (GmbH)) organized under German law. Each functions as a “holding company,” whose corporate purpose is to administer its assets (principally media-related companies) for financial purposes.

5. Networks owns an 85% equity interest in defendant StudiVZ, Ltd (“StudiVZ”). Networks first became an equity holder of StudiVZ in October 2007. Ventures owns a 15% equity interest in StudiVZ. Ventures first became an equity holder of StudiVZ in August 2006.

6. Neither Networks nor Ventures is qualified to do business in California. Neither has any officers, directors, employees or independent

1 contractors based in California. Neither has a California agent for service of
2 process. Neither directs any advertising toward California residents.

3 7. Networks and Ventures both have offices in Germany, but no offices
4 or facilities in California, nor do they have any telephone or facsimile listings or
5 mailing addresses in California.

6 8. Neither Networks nor Ventures maintains any books or records in
7 California. They have no bank accounts or tangible personal or real property in
8 California. They have no sales in California, have had no California income and
9 have not paid any California income tax.

10 9. None of the Networks' or Ventures' officers, directors or employees
11 reside or are domiciled in California. No meetings of Networks' or Ventures'
12 respective management boards or equity holders have been held in California.

13 10. While Networks and Ventures monitor StudiVZ's financial
14 performance (as they would any investment), they do not exercise any type of day-
15 to-day control over StudiVZ – either operational control or control over strategic
16 decisions. The two managing directors of Networks and Ventures, Konstantin
17 Urban and I, are also company directors of StudiVZ. However, these individuals
18 merely function in a supervisory capacity, not as officers who are responsible for
19 the day-to-day activities of StudiVZ.

20 11. StudiVZ has its own management team, offices and bank accounts,
21 and is separately (and sufficiently) capitalized from Ventures and Networks, as
22 discussed in the declaration of Michael Brehm in support of StudiVZ's
23 concurrently-filed Motion to Dismiss.

24 12. StudiVZ also does not act as a general agent of either Networks or
25 Ventures. Networks and Ventures simply hold StudiVZ as an investment. StudiVZ
26 is only one of many media-related assets held as an investment by Networks and
27 Ventures.
28

1 13. After Networks and Ventures purchased an equity interest in StudiVZ,
2 Facebook negotiated with Networks and Ventures to purchase their interests in
3 StudiVZ during May and June 2008. Those negotiations concluded without the
4 parties reaching any agreement in late June 2008.

5 14. Just after the negotiations broke down, on July 9, 2008, Facebook
6 wrote a demand letter to Networks and Ventures, threatening to sue based on the
7 exact same types of claims that Facebook had previously raised in Germany in June
8 2006 and January 2007 against StudiVZ, as discussed in the accompanying
9 declaration of Klaus Ikas.

10 15. All of Ventures' and Networks' employees, officers and directors
11 reside in Germany and speak German (or, in a few cases, another European
12 language other than English) as their native language, and all speak German as their
13 every-day language. Ventures and Networks perform their business almost
14 exclusively in the German language. As a result, almost all of its business
15 documents are located in Germany and written in the German language (and would
16 have to be translated, at huge expense).

17
18 I declare under penalty of perjury under the laws of the United States of
19 America that the foregoing is true and correct.

20
21 Executed on this 22nd day of October, 2008, at Stuttgart, Germany.

22
23 _____
24 Martin Weber

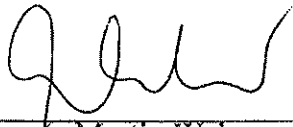
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